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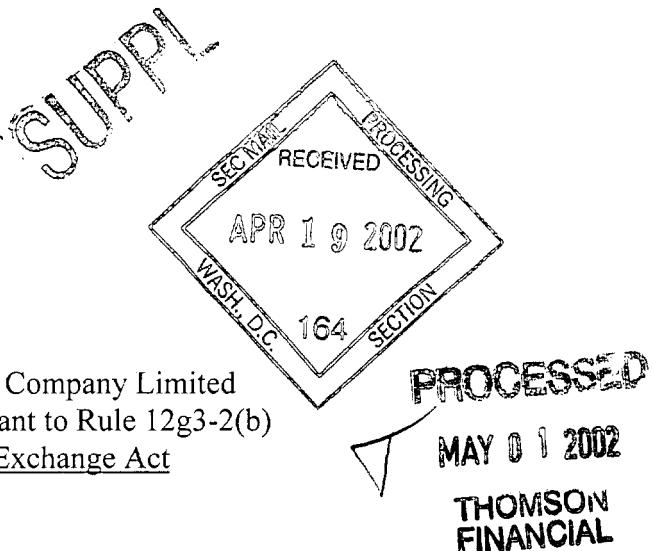
April 12, 2002

SEC FILE NO. 82-3648

VIA AIRMAIL

The Office of International Corporate Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Mail Stop 3-9
Washington, D.C. 20549
U.S.A.

Re: Techtronic Industries Company Limited
Information Furnished Pursuant to Rule 12g3-2(b)
under the Securities Exchange Act



Ladies and Gentlemen:

On behalf of Techtronic Industries Company Limited (the "Company"), S.E.C. File No. 82-3648, the enclosed copies of documents, are submitted to you in order to maintain the Company's exemption from Section 12(g) of the Securities Exchange Act of 1934 (the "Act") pursuant to Rule 12g3-2(b) under the Act:

- (1) The Company's announcement regarding the resignation of Mr. Liu Jianhua, dated January 24, 2002, published (in the English language) in the Business Post and published (in the Chinese language) in the Hong Kong Economic Times, both on January 25, 2002; and
- (2) The Company's announcement regarding adoption of the new share option scheme and termination of the existing share option scheme, dated March 28, 2002, published (in the English language) in the Hong Kong iMail and published (in the Chinese language) in the Hong Kong Economic Times, both on April 2, 2002.

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The part of the enclosed documents that are in Chinese substantially restate the information appearing elsewhere in English.

We would appreciate your acknowledging receipt of the foregoing by stamping and returning the enclosed copy of this letter. A self-addressed, stamped envelope is enclosed for your convenience.

Very truly yours,



Simon Luk

Enclosures

cc: Techtronic Industries Company Limited

notices

Tuesday, April 2, 2002

WWW.HK-MAIL.COM

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CIL HOLDINGS LIMITED

TRADE HONOUR LIMITED

(Incorporated in Bermuda with limited liability)

(Incorporated in the British Virgin Islands with limited liability)

FURTHER DELAY IN DESPATCH OF CIRCULAR AND DELAY IN RELEASE OF INTERIM RESULTS ANNOUNCEMENT AND DESPATCH OF INTERIM REPORTS

An application has been made to SFC and the Stock Exchange for a further extension of time from 2nd April 2002 to 19th April 2002 for the preparation of a circular of the Company in respect to, inter alia, the Restructuring Proposal, the disclosable transaction of the Company regarding the sale of the Sale Shares ("the Disclosable Transaction") and the connected transaction of the Company regarding the grant of the Option to the Subscriber (the "Connected Transaction").

The board of directors of the Company would like to announce that the release of the interim results announcement and despatch of the interim reports of the Company for the 6 months ended 31st December, 2001 will be delayed. Timing of the publication of the interim results announcement and despatch of the interim reports, and details of the delay in release of the interim results will be announced by the Company on 2nd April, 2002.

The delay in release of the interim results announcement and despatch of interim reports of the Company constitute breaches of paragraphs 1(1) and 1(6) of the Listing Rules by the Company and the Stock Exchange reserves its right to take any action against the Company and/or directors as a result of such breach.

The directors of the Company confirm that they have not dealt in the securities of the Company since 28th February, 2002 and undertake that they will not deal in the securities of the Company from the date of this announcement until the publication of the interim results announcement by the Company.

The release of this announcement does not necessarily indicate that the Restructuring Proposal, the Disclosable Transaction and the Connected Transaction will be successfully implemented and completed as the conditions precedent to the Restructuring Proposal, the Disclosable Transaction and the Connected Transaction may or may not be fulfilled or otherwise waived.

Investors should exercise caution when dealing in the Shares.

This announcement, which also contains warnings as those defined in the joint announcement of the Company and the Subscriber dated 15th February, 2002 ("Joint Announcement"), in relation to, inter alia, the Restructuring Proposal and the announcement of the Company dated 21st March 2002 ("Announcement") in relation to, inter alia, the Disclosable Transaction and the Connected Transaction.

Pursuant to Rule 8.2 of the Code and Rule 14.29(2) of the Listing Rules, the Company is required to issue a circular to the Shareholders in relation to, inter alia, Restructuring Proposal and the Connected Transaction and the composite document and incorporate information relating to the process of collating the information relating to the Restructuring Proposal and incorporating information relating to the Disclosable Transaction and the Connected Transaction into the aforesaid composite document. In particular, the Company needs to finalise and verify financial information of the Company relating to, inter alia, its indebtedness and its interim results. The Company is also in the process of consulting its legal advisors to determine the arrangements and to seek legal advice. The aforesaid require considerable amount of additional time to complete. Accordingly, an application has been made by the Company to SFC and the Stock Exchange to extend the date of despatch of the aforesaid composite document from 2nd April 2002 to 19th April 2002.

The board of directors of the Company would like to announce that the release of the interim results announcement and despatch of the interim reports of the Company for the 6 months ended 31st December, 2001 which should be released pursuant to paragraphs 10(1) and 11(6) of the Listing Agreement by the end of March 2002 will be delayed. Timing of the publication of the interim results announcement and despatch of the interim reports, and details of the delay in release of the interim results announcement will be announced by the Company on 2nd April, 2002.

The delay in release of the interim results announcement and despatch of the interim reports of the Company constitute a breach of paragraphs 10(1) and 11(6) of the Listing Agreement by the Company and the Stock Exchange reserves its right to take any action against the Company and/or directors as a result of such breach.

The directors of the Company confirm that they have not dealt in the securities of the Company since 28th February, 2002 and undertake that they will not deal in the securities of the Company from the date of this announcement until the publication of the interim results announcement by the Company.

The release of this announcement does not necessarily indicate that the Restructuring Proposal, the Disclosable Transaction and the Connected Transaction will be successfully implemented and completed as the conditions precedent to the Restructuring Proposal, the Disclosable Transaction and the Connected Transaction may or may not be fulfilled or otherwise waived.

Investors should exercise caution when dealing in the Shares.

By Order of the Board
CIL HOLDINGS LIMITED
Joseph Szeto
Chairman

By Order of the Board
TRADE HONOUR LIMITED
Kc Jia Xiang
Director

Hong Kong, 28th March, 2002

The Directors of the Company accept full responsibility for the accuracy of the information contained in this announcement other than that relating to the Subscriber and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Directors of the Company accept full responsibility for the accuracy of the information contained in this announcement other than that relating to the Subscriber and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, the opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

TTI TECHTRONIC INDUSTRIES COMPANY LIMITED
創科實業有限公司
(Incorporated in Hong Kong with limited liability)

ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

Further to the circular of the Company dated 12th March 2002, the directors of the Company are pleased to announce that the ordinary resolutions to approve the adoption of the new share option scheme of the Company (the "New Share Option Scheme") and the termination of the existing share option scheme of the Company adopted on 25th May 2001 were duly passed at the extraordinary general meeting of the Company held today. The New Share Option Scheme fully complies with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board
CHI CHUNG CHAN
Company Secretary

Hong Kong, 28th March 2002

WELBACK HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

ANNOUNCEMENT

The Board of Directors (the "Board") of Welback Holdings Limited (the "Company") hereby announces that Ms LEE Tsui-Pang resigned as Non-Executive Director of the Company with effect from 28 March 2002.

The Board takes this opportunity to thank Ms LEE for her valuable contribution to the Company during the term of her services.

On Behalf of the Board
Welback Holdings Limited
Koh Tat Lee, Michael
Executive Director

Hong Kong, 28 March 2002



Softbank Investment International (Strategic) Limited

(Incorporated in Hong Kong with limited liability)

CONNECTED TRANSACTION

On 27th March, 2002, the Agreement was entered between, inter alia, the Company and the Vendor whereby the Company agrees to acquire from the Vendor 13.7% interest in the issued share capital of Infogold at a consideration of Yen150,365,857 (equivalent to approximately HK\$8.8 million).

Upon Completion, the Vendor will pay an one-off amount of approximately HK\$1.26 million to SBI E2-Capital (HK) Limited, a subsidiary owned 51% by the Company, for providing financial advisory services to the Vendor in relation to the transaction constituted under the Agreement.

Infogold Group is engaged in the business of manufacturing, trading and retailing of jewelry products in Hong Kong, and will expand its operations into the PRC market including online auction business.

As the Vendor is an independent non-executive Director of the Company, the Agreement constitutes a connected transaction for the Company under Chapter 14 of the Listing Rules. The aggregate consideration does not exceed HK\$10 million and the transaction is accordingly disclosed in this announcement pursuant to Rule 14.25(1) of the Listing Rules and will be disclosed in the Company's next published annual report and accounts.

1. Date of the Agreement

27th March, 2002

2. Parties

The Agreement was entered into among, inter alia,

(1) the Vendor;

(2) the Company; and

(3) SBI E2-Capital Securities Limited, a subsidiary owned as to 51% by the Company, acting as settlement agent.

3. Assets invested by the Company under the Agreement

Sale Shares: 137 shares of US\$1.00 each in the share capital of Infogold, being 13.7% interest in the issued share capital of Infogold.

4. Consideration

The consideration for the purchase of the Sale Shares is an aggregate of Yen150,365,857 (equivalent to approximately HK\$8.8 million), which will be settled in cash upon Completion on or before 15th April, 2002 and financed by the Group's internal resources.

The consideration was arrived at arm's length negotiations between the Vendor and the Company, representing a price-to-earnings ratio of approximately 10 times the projected earnings for the 12-month period ending 31st March, 2003 which will be in the amount of not less than HK\$10 million. Such guarantee profit was granted by the Vendor at any shortfall of guarantee as compared with the actual profit but has been agreed to be reasonably proportional to the Infogold Group within the first calendar week of June, 2003.

The unaudited net asset value of Infogold Group was HK\$25.9 million as at 31st December, 2001. The unaudited net profit before and after tax as of Infogold Group for the year ended 31st December, 2001 was HK\$3.3 million and HK\$3.3 million respectively. The net profit of Infogold Group for the year ended 31st December, 2000 was HK\$2.3 million.

The Board, including an independent non-executive Director of the Company (excluding the Vendor as an independent non-executive Director), is of the view that the transaction is fair and reasonable to the vendor and the independent shareholders of the Company concerned and is in the interest of the Company and its shareholders as a whole.

5. Completion

The Completion of the Agreement is anticipated to be on or before 15th April, 2002.

6. Purpose of the transaction

The Group is principally engaged in investment holding, the provision of financial services, including securities broking, futures broking, corporate finance, financial advisory and proprietary trading, garment manufacturing and property holding.

Infogold Group is engaged in the business of manufacturing, trading and retailing of jewelry products in Hong Kong targeting tourists from overseas. Following the investment, the Company intends to partner with the Infogold Group to engage in PRC business venture, particularly within the Hong Kong market. The vendor will retain 36.5% interest in Infogold immediately after the Completion. The Company will disclose details of the projects by way of announcement, as and when appropriate and in accordance with the Listing Rules, once the projects are being finalised.

The Board believes that Infogold Group is with substantial growth potential as it will expand its business in the PRC market in the near future and leverage upon the PRC business network of the Vendor. The transaction will not only provide financial gain to the Company in terms of its existing contribution from the business, but also provide an important additional stepping-stone for the Company to expand its presence within the PRC.

7. Financial advisory fee

Upon Completion, the Vendor will pay an one-off amount of approximately HK\$1.26 million to SBI E2-Capital (HK) Limited, a subsidiary owned as to 51% by the Company, for providing financial advisory services to the Vendor in relation to the transaction constituted under the Agreement.

8. Connected transaction implications

As the Vendor is an independent non-executive Director of the Company, the Agreement constitutes a connected transaction for the Company under Chapter 14 of the Listing Rules. The aggregate consideration does not exceed HK\$10 million and the transaction is accordingly disclosed in this announcement pursuant to Rule 14.25(1) of the Listing Rules and will be disclosed in the Company's next published annual report and accounts.

In view of the transaction, the Vendor would no longer be liable to act as an independent non-executive Director of the Company under the Listing Rules. The Vendor will therefore cease to be independent Director upon Completion but remains as non-executive Director of the Company. The Company is now looking a suitable individual to replace the Vendor and hope to be able to appoint an additional independent non-executive Director in the very near future.

9. Definitions

a sale and purchase agreement dated 27th March, 2002 entered into between, inter alia, the Vendor and the Company

The board of Directors

Softbank Investment International (Strategic) Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Stock Exchange

the completion of the Agreement

the directors of the Company

the Company and its subsidiaries

the Rules Governing the Listing of Securities on the Stock Exchange

Infogold Group Limited, a company incorporated in the British Virgin Islands

Infogold and its subsidiaries

People's Republic of China

the 137 shares of US\$1.00 each in the share capital of Infogold, being 13.7% interest in the issued share capital of Infogold

The Stock Exchange of Hong Kong Limited

Mr. Wong Siu Just, independent non-executive Director of the Company

Hong Kong dollars, the legal currency of Hong Kong Special Administrative Region of the PRC

United States dollars, the legal currency of the United States of America

Yen, the legal currency of Japan

In this announcement, for reference only and unless specified, the translation of Yen into US\$ is based on the exchange rate of Yen130=US\$0.90. The translation of US\$ into HK\$ is based on the exchange rate of US\$1.00=HK\$7.8

By Order of the Board

Wong Siu Just

Chief Executive Officer

HONG KONG
mail

has been officially gazetted by
the Government of the HKSAR
as an authorized publication for
carrying statutory notices.

To advertise,
please call 2798 2784

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VISION CENTURY CORPORATION LIMITED (威新集團有限公司)* (incorporated in Bermuda with limited liability)

DISCLOSEABLE AND CONNECTED TRANSACTION

Financial Adviser to Vision Century Corporation Limited



Financial Adviser to CyberCity Holdings Limited



The Company through its wholly-owned subsidiary, Ecapiatl entered into the Acquisition Agreement on 28 March 2002 with CCH, a substantial shareholder of VCL, which is the controlling shareholder of the Company, to conditionally acquire from CCH the entire issued share capital of CCI. The total consideration for the Acquisition is HK\$140.40 million (equivalent to approximately US\$18 million) which will be satisfied by way of allotment and issue of 334,285,714 Consideration Shares equivalent to an issue price of HK\$0.42 per Consideration Share.

CCH is a connected person of the Company as defined under the Listing Rules and the Acquisition Agreement constitutes a discloseable and connected transaction for the Company and the completion of the Acquisition Agreement is subject to the approval of independent Shareholders at the SGM. VCL and its associates shall abstain from voting in relation to any resolution to approve the Acquisition Agreement.

DBS Asia has been retained as the financial adviser to the Company with respect to the Acquisition. SBI E2-Capital has been retained as the financial adviser to CCH. A circular containing, inter alia, further details of the Acquisition Agreement, the valuation from the Independent Valuer, the letter from the independent financial advisor containing their advice to the independent board committee of the Company and the recommendation of the independent board committee on the Acquisition Agreement with a notice of the SGM to be convened for the purpose of considering and, if thought fit, approving the Acquisition Agreement, will be despatched to the Shareholders as soon as practicable.

Shareholders are requested to refer to the announcement made by the Company on the even date in relation to the proposed increase in authorised share capital and the Rights Issue of the Company. The Rights Issue is independent of the Acquisition and is not conditional upon the completion of the Acquisition.

THE ACQUISITION AGREEMENT DATED 28 MARCH 2002

Parties: Purchaser: Ecapiatl Century Limited, a wholly-owned subsidiary of the Company
Vendor: CCH, an associate of VCL which is the controlling Shareholder holding approximately 71.6% of the total issued share capital of the Company
Guarantor: the Company

Assets to be acquired

The entire issued share capital of CCI which is wholly owned by CCH.

Consideration

The consideration of HK\$140.40 million (equivalent to approximately US\$18 million), subject to adjustments under the section headed "Adjustment to the consideration" herein below, has been determined after a length negotiation between the parties thereto with reference to the business valuation of CCI's interests in CC-Edu Group and Nova Network. The consideration is based on the Independent Valuer as at 31 January 2002 of approximately HK\$142.80 million (equivalent to approximately US\$16 million) and the aggregate net asset value of the remaining subsidiaries and associated companies of CCI as at 31 December 2001, less the Campusall Put Options, being approximately HK\$16.5 million (equivalent to approximately US\$2.1 million).

The consideration shall be satisfied by way of allotment and issue of 334,285,714 new Shares at HK\$0.42 per Share, equivalent to HK\$140.40 million by the Company, representing a 23.6% discount to the opening price of HK\$0.56 per share quoted on the Stock Exchange on the Last Trading Day and a discount of approximately 23.6% to the average closing price of HK\$0.55 per Share for the ten consecutive trading days up to and including the Last Trading Date. The Consideration Shares to be allotted and issued represent approximately 20% of the existing issued share capital of the Company at the date of this announcement, approximately 13.4% of the Company's issued share capital as enlarged by the Rights Issue, and approximately 11.8% of the Company's issued share capital as enlarged by both the Rights Issue and the issue of the Consideration Shares. As the Consideration Shares will be issued after the record date for the Rights Issue, holder(s) of the Consideration Shares will not be entitled to participate in the Rights Issue.

Adjustment to the consideration

Pursuant to the Acquisition Agreement, the consideration payable by Ecapiatl to CCH is subject to the following adjustments:

- (1) if the Net Asset Value of CCI Group shall be less than US\$8,000,000, then the consideration payable by Ecapiatl which will be applied towards the subscription of Consideration Shares shall be reduced by an amount equal to HK\$17.55 for every US\$1 of the shortfall, provided that such reduction shall be subject and up to a maximum of HK\$14,040,000; and/or
- (2) if claims are brought by Ecapiatl and/or the Company against CCH, the relevant parties shall use their reasonable endeavours to resolve such claims; and
 - (i) if all such claims shall have been agreed by such parties (the aggregate amount so agreed for all such claims by the parties shall be referred to as the "Settlement Amount"), then the consideration payable by Ecapiatl which will be applied towards the subscription of Consideration Shares shall be reduced by an amount equal to the Settlement Amount; or
 - (ii) if all such claims shall not have been agreed by such parties, then the Acquisition Agreement shall terminate and all claims under the Acquisition Agreement by Ecapiatl and/or the Company shall be withdrawn and deemed to be withdrawn, all rights and obligations of the parties to the Acquisition Agreement shall cease and terminate and no parties hereto shall have any claim against any other party under the Acquisition Agreement; and/or
- (3) in the event that any holder of the Campusall Put Options should have exercised his option to require CCI to purchase their respective shareholdings in Readworld.com Corporation and CCH should have funded CCI to purchasing the shares in Readworld.com Corporation pursuant to the terms of the Campusall Put Options before completion, the amount of HK\$140,400,000 payable by Ecapiatl shall be increased by an amount equal to the fund so provided by CCH to CCI in purchasing such shares in Readworld.com Corporation upon exercise of any of the Campusall Put Options, together with interest calculated at the prime rate of The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong Dollars in Hong Kong from time to time from the date of payment up to the date of completion of the Acquisition;
 - (i) this adjustment payment to be made under the Acquisition Agreement shall be made by banker's draft or cashier's order drawn on a licensed bank in Hong Kong, or such other method as Ecapiatl and CCH shall agree in writing; and
 - (ii) the aggregate amount of this adjustment payment to be made under the Acquisition Agreement by Ecapiatl shall not exceed HK\$14,973,449.

Further details on the Campusall Put Options will be disclosed in the circular to the Shareholders.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Conditions

Completion of the Acquisition Agreement is conditional upon the following conditions being satisfied on or before 17 June 2002 or such later date as may be agreed between the parties:

1. the passing by the independent Shareholders at the SGM of a resolution approving the Acquisition;
2. the passing by the Shareholders at the SGM of an ordinary resolution approving the increase of the authorised share capital of the Company from HK\$220,000,000 to HK\$1,000,000,000;
3. the passing by the independent Shareholders at the SGM of a resolution authorising the allotment and issue of the Consideration Shares to CCH or CCH's nominee(s) as CCH may nominate;
4. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares;
5. there being no material adverse change to the business prospect of CCI Group on or before completion of the Acquisition;
6. no general offer obligation being triggered as a result of the Acquisition or the Rights Issue or the Distribution or such obligation being waived by the Executive Director of the Corporate Finance Division of the SFC (or any delegate of the Executive Director) or the Takeover and Merger Panel;

7. the Shares in respect of which listing have been granted by the Stock Exchange as to the date of the Acquisition Agreement remaining listed and trading on the Stock Exchange at all times from the date thereof to and on the completion of the Acquisition Agreement, save for any temporary suspension not exceeding five consecutive trading days (excluding the completion date of the Acquisition Agreement), or such longer period as CCH may accept in writing, and no indication being received on or before the completion date of the Acquisition Agreement from the SFC or the Stock Exchange to the effect that the listing of such Shares on the Stock Exchange will or may be withdrawn or objected to (or conditions will or may be attached thereto) as a result of completion of the Acquisition Agreement or in connection with the terms of the Acquisition Agreement therein; and

8. completion of the internal reorganisation of CCI Group.

If any of the conditions as mentioned above has not been satisfied or waived (in respect of condition (8) only) by Ecapiatl on or before 4:30 p.m. on 17 June 2002 then the Acquisition Agreement will immediately terminate and all rights and obligations of the parties to the Acquisition Agreement shall cease immediately upon termination except that the termination shall not affect the then accrued rights and obligations of the parties thereto.

The Executive Director of the Corporate Finance Division of the SFC has given its ruling that neither VCL nor parties acting in concert with it, namely, CCH, Ascendas and Fraser and Neave Investments (Hong Kong) Limited, would be required to make a general offer under Rule 26.1 of the Code as a result of the Rights Issue, the Acquisition or the distribution of Shares by VCL to CCH and the Distribution on the following conditions (the "SFC Conditions"):

- (i) apart from the memorandum of understanding dated 8 January 2001 entered into between CCH, Fraser and Neave Investments (Hong Kong) Limited and Ascendas, there are no arrangements in place, whether explicit or implicit, (including in relation to voting) between Ascendas and Fraser and Neave Investments (Hong Kong) Limited on the one hand and CCH on the other which may concern the exercise, or ability to exercise, direct or indirect control of VCL; and
- (ii) neither Ascendas nor Fraser and Neave Investments (Hong Kong) Limited will acquire statutory control of VCL which is the degree of control a company has over a subsidiary and does not depend on whether the holding company has in excess of a 50% equity interest and VCL should be deadlocked.

The Company has been informed by CCH that, based on the foregoing SFC ruling, CCH considers the SFC Conditions to have been satisfied as at the date of this announcement. With regard to the satisfaction of condition (6) as stated in this section above, based on the foregoing SFC ruling, CCH considers that such condition (6) would be treated as satisfied subject to the fulfillment of the SFC Conditions till the date of completion of the Acquisition Agreement.

Completion

Completion of the Acquisition Agreement shall take place simultaneously with the completion of the Rights Issue. In the event that the Rights Issue should not become unconditional or is terminated in accordance with the Underwriting Agreement, completion will take place on 14 June 2002.

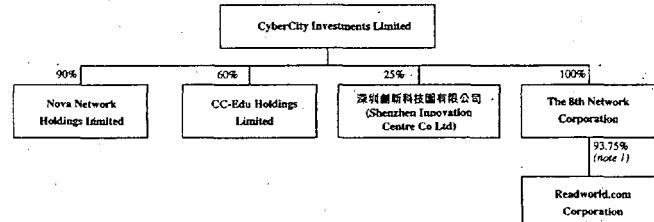
INFORMATION ON CCI

CCI is incorporated in the British Virgin Islands on 20 August 1999 with an authorised share capital of US\$500,000 divided into 50,000,000 shares of US\$0.01 each. 40,000,000 shares of which have been allotted and issued. With the main objective of facilitating multi-national companies and regional small-medium sized companies through high technology solutions to venture into and do business in China, CCI has set up a number of subsidiary companies to develop four core businesses, namely (i) IT infrastructure and data center related businesses, (ii) education and training services, (iii) incubation and (iv) localisation and business consulting services. These subsidiary companies of CCI are at their development stage of operation and therefore are making losses.

At the date of this announcement, CCI Group is undergoing an internal reorganisation which is expected to take place before the completion of the Acquisition Agreement and upon completion of the Acquisition Agreement, the principal assets of CCI will consist of the following companies and their subsidiaries:

- (a) 90% shareholding in Nova Network;
- (b) approximately 60% interest in CC-Edu;
- (c) 25% shareholding in SIC; and
- (d) 100% shareholding in The 8th Network Corporation

The following sets out the simplified shareholding structure of CCI:



The table below sets out the audited loss before taxation and minority interest, loss for the year and net asset value for CCI, for the two years ended 31 December 2000 and 2001.

	Year ended 31 December			
	2000	2000	2001	2001
	US\$ million	HK\$ million	US\$ million	HK\$ million
Loss before taxation and minority interest	(10.57)	(82.45)	(6.50)	(50.66)
Loss for the year	(9.92)	(77.38)	(6.10)	(47.55)
Net asset value	(9.85)	(76.83)	8.37	65.29

NOTICES

TOWN PLANNING ORDINANCE (Chapter 131)
(Notification under section 6(7))**PROPOSED AMENDMENTS TO THE DRAFT
SHEK KIP MEI OUTLINE ZONING PLAN NO. S/K4/13**

Subsequent to the consideration of the objections to the draft Shek Kip Mei Outline Zoning Plan No. S/K4/13 under sections 6(3) and 6(6) of the Town Planning Ordinance, the Town Planning Board has proposed amendments to the draft Shek Kip Mei Outline Zoning Plan No. S/K4/13 to meet one objection and to partially meet another objection. The proposed amendments are set out in a Schedule of Proposed Amendments attached to this Notice.

Notice is hereby given by the Town Planning Board to the owner of any land (other than that of the existing objectors) whose land is held under lease, tenancy or permit from the Government of the Hong Kong Special Administrative Region for a term exceeding five years and is affected by the proposed amendment(s). The affected person may send a written objection to the proposed amendment(s) to the Secretary, Town Planning Board, 15th Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong. Under section 6(8) of the Ordinance, such objection should be received by the Town Planning Board on or before 6 April 2002.

The Schedule of Proposed Amendments and an Amendment Plan No. O/S/K4/13-A showing the land use zone relating to the proposed amendments are available for public inspection until 6 April 2002 during normal office hours at the following locations:

- the Secretariat of the Town Planning Board, 15th Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong;
- the Tsuen Wan and West Kowloon District Planning Office, 27th Floor, Tsuen Wan Government Offices, 38 Sai Lau Kok Road, Tsuen Wan, New Territories; and
- the Sham Shui Po District Office, 4th Floor, Cheung Sha Wan Government Offices, 303 Cheung Sha Wan Road, Sham Shui Po, Kowloon.

**SCHEDULE OF PROPOSED AMENDMENTS TO
THE DRAFT SHEK KIP MEI OUTLINE
ZONING PLAN NO. S/K4/13**
**MADE BY THE TOWN PLANNING BOARD
UNDER THE TOWN PLANNING ORDINANCE
(CHAPTER 131)****Amendments proposed subsequent to section 6(6)****I. Proposed Amendment to Matter shown on the Plan**

Item A - Rezoning of an area at the junction of Tai Hang Tung Road and Tat Chee Avenue from "Government, Institution or Community (1)" to "Government, Institution or Community (8)".

II. Proposed Amendment to the Notes of the Plan

(a) Revision of the Notes for the "Residential (Group B)" zone to transfer "Educational Institution" and "Religious Institution" from Column 2 to Column 1.

(b) Revision of the Notes for the "Government, Institution or Community" zone to add the building height restriction for land designated "Government, Institution or Community (8)".

(B.C.K. FUNG)

Chairman

Objection Hearing Committee
of the Town Planning Board

22 March 2002

16722

**MILLENNIUM GROUP LIMITED**

豐泰集團國際有限公司

(incorporated in Hong Kong under the Companies Ordinance)

Change of Financial Year End Date

The Board has resolved to change the Company's financial year end date from 31st March to 30th June with immediate effect.

The Board of Directors (the "Board") of Millennium Group Limited (the "Company") announces that the Board has resolved to change the Company's financial year end date from 31st March to 30th June commencing from 28th March 2002. The purpose of this change is to provide for coterminous accounting years throughout the group of companies in Hong Kong and overseas (except for those subsidiaries, jointly controlled entities and associates of the Company incorporated in the People's Republic of China ("PRC") with financial year end date of 31st December) and to ensure that the financial statements of the PRC subsidiary consistency facilitates the preparation of the group consolidated accounts. The change would have no material impact on the Company and is in compliance with the Memorandum and Articles of Association of the Company and with the Companies Ordinance.

Accordingly, the Company will announce its second unaudited interim results for the twelve months ending 31st March 2002 before 30th June 2002. The next set of audited financial statements of the Company will be for the fifteen months from 1st April 2001 to 30th June 2002 and will be published on or before 30th October 2002.

BY ORDER OF THE BOARD
Shing Mel Fong
Company Secretary

Hong Kong, 28th March 2002

TOWN PLANNING ORDINANCE (Chapter 131)
**AMENDMENTS TO
THE DRAFT NORTH POINT OUTLINE ZONING
PLAN NO. S/H8/14**

Pursuant to section 7(1) of the Town Planning Ordinance (the Ordinance), the Town Planning Board has made amendments to the draft Outline Zoning Plan for the North Point area.

The amendments are set out in the Schedule of Amendments. Pursuant to section 7(2) of the Ordinance, the amendments are available for public inspection for a period of three weeks from the date of the first publication of this notice, that is until 18 April 2002, during normal office hours at the following locations:

- the Secretariat of the Town Planning Board, 15th Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong;
- the Hong Kong District Planning Office, 14th Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong; and
- the Eastern District Office, 11th Floor, Eastern Law Courts Building, 29 Tai On Street, Sai Wan Ho, Hong Kong.

In accordance with section 7(4) of the Ordinance, any person affected by the amendments so exhibited may object, within the said period of three weeks, by sending to the Town Planning Board a written statement of his objection to the amendment(s) and address it to the Secretary, Town Planning Board, 15th Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong. A person may only object to the amendments.

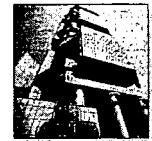
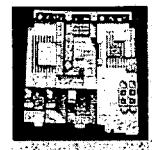
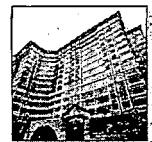
In accordance with section 6(2) of the Ordinance, a written statement of objection shall set out:

- the nature of and reasons for the objection; and
- if the objection would be removed by an alteration of the draft plan, any alteration proposed.

Copies of the draft North Point Outline Zoning Plan No. S/H8/15 incorporating the amendments are available on payment of a fee at the Survey and Mapping Office, Map Publications Centre (Hong Kong), 23rd Floor, North Point Government Offices, 333 Java Road, North Point, Hong Kong and the Survey and Mapping Office, Map Publications Centre (Kowloon), Ground Floor, 382 Nathan Road, Kowloon.

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SHUN CHEONG HOLDINGS LIMITED

順昌集團有限公司

(Incorporated in Bermuda with limited liability)

CONNECTED TRANSACTIONS
REORGANIZATION OF BINARY KOD LIMITED

The Company announces that on 26 March 2002 Wonderland.com Limited (a wholly owned subsidiary of the Company) and Investrade International Limited (an 80% owned subsidiary of the Company) have entered into various agreements with a substantial shareholder of Investrade International Limited, namely Gentle Victory Limited, and a substantial shareholder of Binary KOD Limited (an indirectly 57.2% owned subsidiary of the Company), namely Viewise Management Corporation, relating to the reorganization of Binary KOD Limited.

As Gentle Victory Limited and Viewise Management Corporation are connected persons of the Company under the Listing Rules, the reorganization of Binary KOD Limited constitutes a connected transaction for the Company under the Listing Rules.

Completion of Reorganization was scheduled to take place on Reorganization Completion Date and as at the date of this announcement, the reorganization of Binary KOD Limited has completed.

Trading in the shares of the Company was suspended with effect from 10:00 a.m. on 27 March 2002 at the request of the Company pending the publication of this announcement. The Company has submitted an application to the Stock Exchange for the resumption of trading at 9:30 a.m. on 2 April 2002.

INTRODUCTION

The Board of Directors of the Company refers to the previous announcements of the Company dated 25 April 2000 and 11 October 2000 ("Announcements") and announces that on 26 March 2002, Investrade together with its shareholders, Wonderland and Gentle Victory, have after arms-length negotiations entered into an agreement with Viewise and Binary KOD ("Reorganization Agreement") setting out the terms of reorganization of Binary KOD between the aforesaid contracting parties ("Parties"). Pursuant to the Reorganization Agreement, Viewise agreed to, upon Completion of Reorganization, effect the full and complete dissolution of all agreements previously entered into between Investrade and itself pertaining to their investment in Binary KOD as disclosed in the previous Announcements, in consideration of the Parties' several undertakings and the agreed restructuring of the ownership of Binary KOD.

The Reorganization Agreement dated 26 March 2002

Purpose: To implement and effect a strategic redeployment of shareholding interests in Binary KOD by its beneficial shareholders, namely Wonderland, Gentle Victory and the Shareholders of Viewise, who deem the current segregation of interests through agreements between differing groups of shareholders, specifically Investrade and Viewise, no longer feasible nor beneficial and commercially inflexible.

The Parties:

Investrade: Investrade International Limited, a company incorporated in the British Virgin Islands with limited liability and a subsidiary of the Company, with 80% and 20% interest of its issued share capital being owned by Wonderland and Gentle Victory respectively

Viewise: Viewise Management Corporation, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which are owned by Mr. Li Ping Por ("Mr. Li"), Mr. Cheung Kwok Chung Kit ("Mr. Chow"), Mr. Paul Ho Wing Hang ("Mr. Ho") and Mr. Camus Fan Sai Hung ("Mr. Fan") (collectively "Shareholders of Viewise"). The Shareholders of Viewise are parties to the Viewise Shares Transfer Agreement. Each of Mr. Chow, Mr. Li and Mr. Cheung is a director in the board of Binary KOD but is otherwise not considered to be a connected person of the Company under the Listing Rules, whilst Mr. Leung, Mr. Ho and Mr. Fan are independent third parties not connected with the Directors, chief executive and substantial shareholders of the Company, any of its subsidiaries or their respective associates (as defined in the Listing Rules).

Wonderland: Wonderland.com Limited, a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company

Gentle Victory: Gentle Victory Limited, a company incorporated in the British Virgin Islands with limited liability and being a shareholder of Investrade is also considered to be a connected person of the Company for the purposes of the Listing Rules

Binary KOD: Binary KOD Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is owned before Completion of Reorganization as to approximately 57.2% (i.e. 1,144 Binary KOD Shares) by Investrade and approximately 42.8% (i.e. 856 Binary KOD Shares) by Viewise, and is a subsidiary of the Company by virtue of the Company's indirect interests in the shares of Investrade

Restructuring the ownership of Binary KOD

The Parties have agreed as part of the Reorganization arrangement, inter alia, that upon Completion of Reorganization:

- Investrade shall transfer all of its interest in 915 and 229 Binary KOD Shares, being its entire holding of Binary KOD Shares, respectively to Wonderland and Gentle Victory in the ratio of 80:20 free from encumbrances and for the respective cash consideration of US\$ 915.00 and US\$ 229.00, being a redistribution of shareholders' interests at arms-length, with all of Investrade, Wonderland and Gentle Victory entering into the Investrade Shares Transfer Agreement in relation thereto;
- Viewise shall transfer all of its interest in 214, 60, 69, 69 and 69 Binary KOD Shares, being its entire holding of Binary KOD Shares, respectively to the Shareholders of Viewise, namely Mr. Chow, Mr. Li, Mr. Cheung, Mr. Leung, Mr. Ho and Mr. Fan free from encumbrances and for the respective cash consideration of US\$ 375.00, US\$ 214.00, US\$ 60.00, US\$ 69.00, US\$ 69.00 and US\$ 69.00, being a redistribution of shareholders' interests at arms-length, with all of Viewise and the Shareholders of Viewise entering into the Viewise Shares Transfer Agreement in relation thereto;
- Wonderland and Gentle Victory shall together in their respective proportion of interest in Binary KOD transfer all of their interests in 152, 89, 25, 27, 27 Binary KOD Shares, representing 17.20% of the entire issued share capital of Binary KOD, respectively to the Shareholders of Viewise, being the consideration upon which Viewise undertook to discharge all of Wonderland's liabilities of HK\$8,000,000 in relation to the agreements entered into between Investrade and Viewise prior to the Reorganization, namely Mr. Chow, Mr. Li, Mr. Cheung, Mr. Leung, Mr. Ho and Mr. Fan free from encumbrances;
- each of Wonderland and Gentle Victory shall by resolution continue to nominate and elect the directors of Binary KOD previously appointed by Investrade as at the date of execution of the Reorganization Agreement and shall procure the production of the relevant letters of consent to act by such individual directors;
- the shareholders' agreement between Investrade and Viewise as shareholders of Binary KOD ("Binary KOD Shareholders' Agreement") and the shareholders' agreement between Wonderland and Gentle Victory as shareholders of Investrade both dated 25 April 2000 shall be deemed as being terminated immediately upon Completion of Reorganization;
- Mr. Chow and Mr. Li, being the substantial shareholders of Viewise, be released and discharged from their liabilities as guarantors under the Binary KOD Shareholders' Agreement and the share purchase agreement between themselves, Investrade and Viewise dated 25 April 2000 in respect of the performance of Viewise's obligations thereunder; and
- Binary KOD shall resolve to approve the cancellation of existing and issuance of relevant share certificates in respect of the transfers of Binary KOD Shares mentioned in paragraphs (i), (ii) and (iii) above, registration of Wonderland, Gentle Victory and each of the Shareholders of Viewise as holders of their respective amounts of Binary KOD Shares and the continued appointment of directors under the revised nomination of Wonderland and Gentle Victory.

Undertakings of Investrade and Viewise

In consideration of the Parties' several undertakings and agreed restructuring of the ownership of Binary KOD, Viewise agreed with Investrade as part of the Reorganization arrangement to treat for all purposes, immediately upon Completion of Reorganization, all contracts or agreements ("Binary KOD Agreements") for the management of and investment in Binary KOD executed before the Reorganization and which they themselves are parties, including the Binary KOD Shareholders' Agreement, as being irrevocably cancelled and rescinded.

Both Investrade and Viewise also agreed that, henceforth upon Completion of Reorganization, neither party shall be entitled to pursue against each other any claim in relation to the Binary KOD Agreements and any cause of action therein shall be regarded as being irrevocably disclaimed and abandoned.

Conditions Precedent and Completion of Reorganization

Pursuant to the Reorganization Agreement, Completion of Reorganization shall take place on the Reorganization Completion Date, conditional upon, inter alia, the obtaining of all necessary consents, authorizations or other approval of any kind in connection with the entering into and performance of the terms of the Reorganization Agreement, all warranties, representations

and undertakings as set out therein being true and accurate in all respects, and the following businesses ("Completion Events") being concurrently and simultaneously transacted to the satisfaction of the Parties:

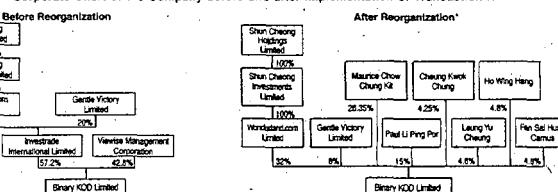
- due execution of the Investrade Shares Transfer Agreement and Viewise Shares Transfer Agreement;
- delivery of share certificates, certified copies of duly executed instruments of transfer, bought and sold notes and payments of cash consideration in respect of the relevant transfers of Binary KOD Shares contemplated therein;
- delivery of certified copies of written resolutions or minutes of meeting of directors or shareholders where appropriate for each of the Parties authorizing the execution and performance of the Reorganization Agreement and, where relevant, any ancillary documentation stipulated therein; and
- execution of other relevant documentation.

Effect of Reorganization on the Company

The number of Binary KOD Shares transferred from Wonderland to the Shareholders of Viewise under paragraph (iii) above constitute approximately 13.75% of the entire issued share capital of Binary KOD, which prior to the Reorganization Completion Date, were held indirectly by the Company through its interest in the shares of Investrade. Completion of Reorganization will conclude with the Company having its interest in Binary KOD, by virtue of its exclusive ownership of Wonderland, being reduced from 45.75% to approximately 32%, whilst still being the single largest shareholder of Binary KOD. The transfers of binary KOD Shares by Wonderland and Gentle Victory, namely Mr. Chow, Mr. Li and Mr. Cheung, being connected persons of Mr. Li, Gentle Victory and Gentle Victory Corporation, will be registered in their names under the Listing Rules. Transfers of the shares of Wonderland and Gentle Victory to the Shareholders of Viewise will continue without cessation immediately upon Completion of Reorganization as nominees of Wonderland and Gentle Victory respectively for a period of 2 years from the Reorganization Completion Date. As Binary KOD operates its business of karaoke systems supply and installation primarily through its subsidiary companies, the day-to-day operations and management of Binary KOD will not be affected by the Reorganization arrangement.

The Directors, including the independent non-executive directors of the Company, consider that the terms and conditions of the Reorganization arrangement are fair and reasonable, on normal commercial terms and in the best interests of the shareholders of the Company.

Corporate Chart of the Company before and after implementation of Transaction A



* Investrade is no longer represented in this chart as after Completion of Reorganization, it becomes a dormant company. Viewise is no longer represented in this chart as it will not constitute a member in the corporate group structure of the Company after Completion of Reorganization.

Completion of Reorganization

Completion of the Reorganization was scheduled to take place on the Reorganization Completion Date, which at the date of this announcement, the Reorganization has duly completed. Upon Completion of Reorganization, the Company's interest in Binary KOD has been reduced to 32% and Binary KOD no longer is considered as a subsidiary of the Company for the purposes of the Listing Rules.

Reasons for the Reorganization

The Company and its subsidiaries (the "Group") are principally engaged in (a) the provision and maintenance of multi-discipline building services including electrical engineering, water pumping and fire services, air-conditioning, plumbing and drainage, environmental engineering, extra voltage system engineering, telecom wiring and project management, and (b) the trading of electrical and mechanical engineering material and equipment.

The business of Binary KOD is not affected by the poor economy of Hong Kong. As no light of an improvement in the economy in Hong Kong was expected in the near future, it was expected that the business of Binary KOD business is likely to continue to suffer. Additionally, in view of the poor performance of Binary KOD, the Company considers to reduce its interests in Binary KOD to 32% and Binary KOD being no longer a subsidiary of the Company is beneficial to the Company and its shareholders instead of increasing its interest in Binary KOD.

General

Viewise and Gentle Victory are considered to be connected persons of the Company under the Listing Rules. Accordingly, the Reorganization constitutes a connected transaction for the Company which is not subjected to the approval of the independent shareholders of the Company under the Listing Rules. Details of the Reorganization will be included in the next published annual report and accounts of the Company.

Resumption of Trading

Trading in the shares of the Company was suspended with effect from 10:00 a.m. on 27 March 2002 at the request of the Company pending the publication of this announcement. The Company has submitted an application to the Stock Exchange for the resumption of trading at 9:30 a.m. on 2 April 2002.

DEFINITIONS

"Binary KOD Shares" shares of US\$1.00 each in the capital of Binary KOD
"Board" the board of Directors of the Company

"Business Day" any day (excluding Saturday) on which banks generally are open for business in Hong Kong

"Company" Shun Cheong Holdings Limited, a company incorporated in Bermuda with limited liability and listed on the Stock Exchange

"Completion of Reorganization" satisfactory transaction of all businesses and fulfillment of conditions contemplated under the Reorganization Agreement

"Directors" the executive, non-executive and independent non-executive directors of the Company

"Investrade Shares Transfer Agreement" ancillary agreement to the Reorganization Agreement entered into between Investrade, Wonderland and Viewise

"Investrade" the Rules Governing the Listing of Securities on the Stock Exchange

"Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange

"Parties" means the contracting parties to the Reorganization Agreement

"Reorganization" implementation of the transactions contemplated under the Reorganization Agreement

"Reorganization Agreement" agreement entered into between Investrade, Wonderland, Gentle Victory, Viewise and Binary KOD on 26 March 2002

"Reorganization Completion Date" 26 March 2002, or any other Business Day mutually agreed between the Parties to the Reorganization Agreement

"Stock Exchange" the Stock Exchange of Hong Kong Limited

"subsidiaries" any company which is for the time being and from time to time a subsidiary falling within the meaning of section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) of the Company

"Viewise Shares Transfer Agreement" ancillary agreement to the Reorganization Agreement entered into between Viewise and the Shareholders of Viewise

"Viewise" By order of the Board
SHUN CHEONG HOLDINGS LIMITED
Chan Yuen Keung
Managing Director



COSCO International Holdings Limited
(中 漢 國 際 投 資 有 限 公 司)
International

江上集

中中國醫藥有限公司(「本公司」)董事會(「董事會」)於二零零一年十二月三十一日止年度之經審核
年審計報告及財務資料請參閱本報告書附錄部分。因本公司尚未有應付盈科二零零一年年終
報表。

近日，香港媒體對本公司有指多個項目在執行中有不實之處，茲此正本公司謹此聲明：一、本公司目前尚未收到任何投訴；二、本公司現時為尋求地產投資者對東北亞實業有限公司的公佈，本公司將於深圳證券交易所上市，並正常買賣；四、如本公司2002年1月1日被收購，本公司將停止上市，直至公司正常買賣。本公司正在申請法規批准，本公司現已完全退出，現時為本公司和03億港幣，目前為止，本公司經營活動正常。

本公司現有未回購的股東為3位，其中包括本公司董事長及本公司總經理。

本公司謹此聲明，倘上述指摘者，董事會亦不知悉有任何足以或可能影響價格的事宜為依據（上市協定第2條所規定的一般責任而限予公司鈐印）。

本公司股東及公眾股東在買賣股份時，宜小心選擇。

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